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BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In the Matter of: Applications Filed by Frontier Communications Corporation and Verizon Communications Inc. for Assignment or Transfer of Control	WC Docket No. 09-95

RESPONSE OF FRONTIER COMMUNICATIONS CORP.
TO THE COMMISSION'S FEBRUARY 12, 2010
INFORMATION AND DOCUMENT REQUEST

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February 26, 2010

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Frontier Communications Corp. ("Frontier") provides its responses to the Federal Communications Commission's Information and Document Requests, as modified by FCC staff on February 19, 2010. Frontier reserves the right to supplement these responses as further information becomes available and in accordance with staff's request for continuing production.

Substantive responses and references to documents that will be produced are identified below by the relevant subpart to FCC's Information and Document Requests. Where the response indicates that responsive documents will be produced, these documents will be processed and organized according to the instructions attached to the Information and Document Requests and our discussions regarding this matter. Frontier has taken diligent steps to ensure that it has not produced any information that is protected by the attorney-client, work product, or other privileges. Any such production by Frontier was inadvertent and does not constitute a waiver of any privilege. Frontier reserves the right to request the return of any inadvertently produced protected information and asks that your office, upon receiving such a request, promptly return all copies of such information to Frontier and make no further use of that information. Frontier has also identified specific documents as confidential and subject to the existing protective orders in this docket, or as highly confidential and subject to Applicants' request for third protective order. Where there has been ongoing and evolving work, Frontier has produced the most recent responsive documents. In addition, pursuant to the February 22, 2010 *ex parte*, Frontier is not producing duplicate copies of documents also produced by Verizon.

Frontier's Responses
to the Federal Communication Commission's
February 12, 2010 Data Request

INITIAL INFORMATION REQUEST

A. OSS ISSUES

<u>REQUEST #1</u>

For West Virginia and each of the 13 legacy GTE states that are the subject of this application, please describe in detail:

a. The current state of the OSS in use by Frontier in each of these areas (to the extent applicable), including:

   (1) whether those systems are wholly manual;

   (2) the extent to which any automated processes exist in the current systems;

   (3) the order volumes and trouble ticket volumes handled by the systems at present, both retail and wholesale, along with copies of all supporting documentation for this response;

   (4) how much Frontier currently spends on running and maintaining its existing OSS.

b. Copies of all notes, minutes, memoranda, or other documents prepared (whether internally or by outside advisors) for, or in the course of, discussing, or memorializing the monthly cutover planning committee meetings between the parties.

c. Copies of all notes, minutes, memoranda, or other documents prepared (whether internally or by outside advisors) for, or in the course of, discussing, or memorializing any "business-to-business point of contact calls" between the parties regarding the OSS conversion/cutover processes.

d. If your response to (b) and (c) is that no such documents exist, please explain how the companies are monitoring their progress in the cutover planning process.

<u>RESPONSE TO REQUEST #1</u>

a. Frontier's existing operation support systems (("OSS)") are currently used to support ordering and billing, network monitoring and maintenance, and all customer support functions.

a(1). Frontier's OSS is highly automated. Automation includes:

- Provisioning of phone service and associated features

- Provisioning of High Speed Internet
- Provisioning of ISP value-added services
- Technician dispatching
- 911, CNAM and Directory interfaces
- Credit and collections functions
- Remittance processing
- Line testing
- Certain wholesale functions. Some wholesale ordering is not currently automated, but will be automated following the implementation of the Synchronoss front-end gateway as discussed in Frontier's response to Data Request No. 4.

a(2). See a(1).

a(3). Documents responsive to this request which show monthly order and ticket volumes from January 2008 through December 2009 are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

a(4). Frontier's 2009 Information Technology budget is, excluding salary and benefits, was approximately . Frontier does not segregate Information Technology costs between retail and wholesale.

b. The Cutover Agreement establishes a Cutover Planning Committee ("CPC") (also sometimes called the "Cutover Task Force"). The CPC is comprised of senior leaders from Frontier and Verizon (each has designated two representatives), who bring in additional subject matter experts as appropriate. The CPC discusses, plans and coordinates cutover activities and formulates the detailed schedule of cutover steps with related timelines. The CPC meets weekly to discuss broad cutover- related issues.

Verizon has delivered to Frontier its Cutover Plan that describes the cutover activities to be performed by Verizon and the schedule for performing the required cutover tasks. The Verizon Cutover Plan in part is utilized by Frontier to identify and better understand the actions and deliverables to be provided by Verizon. Frontier has delivered to Verizon its "Frontier Cutover Plan: West Virginia" which describes the receipt, conversion and conversion testing of Verizon's test data extracts. It identifies each organization involved, deliverables, milestones, and work tasks necessary for the

West Virginia cutover and the transaction close. The Frontier Cutover Plan West Virginia outlines work plans, responsibilities, and deliverables for each functional area and Information Technology project. It also includes work plans, responsibilities, and deliverables and identifies a centralized command and control structure for the overall integration.

Verizon has already identified the relevant customer data from its systems, has begun to deliver data descriptions, data formats and layouts and sample file data to Frontier, and the test data extract process has begun. The test data extracts are a snapshot of the Verizon data at a particular point in time, which is similar in content and volume to the planned final cutover extract. Frontier and Verizon have agreed to complete three mock data extracts. The test-extract process provides Frontier with the ability to review and test procedures, processes, data loading and mapping, among other things, for the final cutover data extract. The test extracts also provide Frontier with Verizon data that can be used to test their systems prior to the final cutover and allow both parties the ability to run through the entire process in preparation for the final cutover extract.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

Please also see the response and documents as provided by Verizon.

c. Frontier and Verizon engage in regular business-to-business communications regarding the OSS cutover in addition to the CPC meetings. These include informal communications and discussions regarding action items identified in or ancillary to the CPC meetings and cutover planning. The parties also have met to discuss data mapping, conducted a data workshop, and exchanged information regarding data mapping. These meetings provide the forum for Verizon to explain/describe the data (format and values, and what the values mean) Frontier will be receiving. This knowledge helps Frontier to determine what Verizon fields or combination of fields to use when mapping the data to their systems.

Please also see the response and documents as provided by Verizon, including the CPC meeting documents.

d. Please see responses 1.b and 1.c above.

<u>REQUEST #2</u>

In their May 29, 2009 filing with the West Virginia PUC (at ¶ 36), the parties state that they "have developed a formal process that will govern the conversion of retail and wholesale customer data from Verizon to Frontier's existing back office systems" and that "This transaction will follow the standard process used in successful consolidations within the industry today."

a. Please provide copies of all documents prepared (whether internally or by outside advisors) for, or in the course of, discussing, or memorializing the development of the formal process governing the West Virginia conversion, as referenced in the May 29 filing.

   (1) Is this formal process the same as the "standard process in successful consolidations within the industry today" referenced in the May 29 filing?

   (2) If not, describe how and why it differs from the "standard process in successful consolidations within the industry today" referenced in the May 29 filing.

b. Please describe in detail how this formal conversion process has been refined or revised since the May 29 filing, and provide copies of all documents prepared (whether internally or by outside advisors) for, or in the course of, discussing, or memorializing such refinements or revisions.

c. Please describe in detail all testing plans and protocols that the parties have developed and plan to or have begun to implement prior to the cutover in West Virginia, including the timeframe(s) for such testing plans and protocols.

   (1) Are there any plans in place for independent, third-party testing of the West Virginia OSS prior to cutover? If so, please provide details; if not, explain why you believe such independent testing is not necessary.

   (2) Explain in detail how the "shadow environment" for the West Virginia OSS cutover process is being conducted, and what plans are in place for migrating the "shadow environment" to the live system at cutover.

   (3) Explain in detail how the data extract from Verizon's West Virginia systems to Frontier's existing OSS ("mapping comparables") is addressing the differences that exist between the two systems (*e.g.*, where Frontier's current system does not include all of the same categories of information as Verizon's).

d. Please describe in detail all plans Frontier has made or is in the process of making to ensure continuity of service to customers should the West Virginia OSS fail after going live post-closing. Please provide copies of all supporting documentation for your response.

RESPONSE TO REQUEST #2

a. Please see response to Data Request # 1 above. As explained, Frontier has prepared a Cutover Plan, which describes the receipt, conversion and conversion testing of Verizon's test data extracts.

a(1). Yes. In this transaction, consistent with most successful consolidations within the industry today, Verizon will extract final data from its OSS systems and deliver that data to Frontier for use on Frontier's systems. Frontier, having mapped that data to the appropriate fields in its OSS systems, will load the extracted data into its existing OSS systems, which will be utilized to provide service following the closing of the proposed transaction.

a(2). Not applicable.

b. The overall process described in the Cutover Plan has not changed since the Plan was adopted.

c. Detailed project plans have been developed and updated to align with the timing and specific contents of Verizon's data extracts. Frontier's approach, in simple terms, involves a data mapping team that is divided by application area for focus. Frontier has developed reusable data mapping template documents that contain all required target system data and formats. Each data mapping analyst is assigned one or more of the data mapping templates for a certain application area (pending service orders, customer accounts, product information, directory information, plant, etc). The analyst then systematically identifies the corresponding source system data for each field required in the existing systems, defines cutover rules (expand or contract field size, convert specific code values and descriptions to predetermined values, etc), and documents this for development into cutover rules. Frontier then utilizes reusable cutover programs from previous cutovers to "read" the source data from the extract files, convert the data using the data mapping conversion rules, and then load the converted data to the appropriate Frontier systems. All required data must be located, converted and populated, and all source data must be accounted for. Multiple data extracts are used to test and validate the quality and completeness of the conversion in advance of the live cutover. Each extract is used as a "mock" or trial cutover. Once a mock cutover is executed, much testing is performed to confirm that the test cutover data is correct and complete and that the systems operate correctly. Each subsequent data extract is a new test of the completeness and readiness for cutover and is a validation that problems or discrepancies, if any, have been identified and rectified.

Upon receipt of the test data extracts, basic controls are executed to confirm that all expected extract files have been received and are complete. Once validated, the mock cutover process is executed to convert the test extract data and load it into the appropriate Frontier systems. This mock cutover simulates a full cutover process test. Once mock cutover is executed, extensive tests are performed on the data and applications. Frontier has developed automated quality testing tools for cutover testing that allow focused views of the quality of the cutover. The most important of these processes involves the systematic comparison of actual Verizon source system data with corresponding trial extract "mock" converted data for a series of key business metrics (such as access lines, accounts, payments, cable ID, terminal ID, cable pairs, in-service-pairs, bad pairs, etc.). Each metric has a defined quality standard for user acceptance and, among many other gating criteria for internal approval to convert, each metric's quality standard must be met or exceeded before conversion can be approved. Upon analysis, refinements are made to the data mapping rules and programs, the mock conversion from the data extract is rerun, and the metrics quality reporting is rerun. This process iterates to maximize the accuracy of the data is reached.

In addition to the above metrics testing, Frontier has developed a "comparative rating and billing" system, which allows the systematic comparison of the customer usage and recurring charges rated in the source system versus that same usage and recurring charges rated in the target mock cutover systems. After numerous refinement iterations, post-conversion rating and billing accuracy is extremely high. This rating and billing test effectively validates both the cutover and any necessary enhancements to the systems. The two techniques described above combined with stable production systems, result in cutover quality improvements that maximize the accuracy and completeness of the cutover.

Finally, Frontier will implement a series of control checks starting with receipt of the Verizon extracts through validation of cutover Frontier systems and final approval to release the systems for production use. Once the live cutover data extract files are received, and in advance of converting and loading the live data into the production systems, control oriented tests are performed against the extract files to confirm that all expected files have been received and that each file contains the number of records expected. Once confirmed, the data extract files are converted and loaded to the offline production systems. As a final accuracy verification of the data extracts, the same metrics quality comparisons are run to ensure that the converted data produces the expected business metrics that are reported from the Verizon source systems.

As close approaches, Frontier will develop "day-by-day," and "hour-by-hour" plans leading up to and through conversion, detailing every step that must be taken. These plans will be executed in dry run numerous times in advance of the final cutovers. After all testing has been completed and approved, the key business owners will meet to confirm that all checklist items have been satisfied, to discuss any open issues, and make a "Go / No Go" decision. This decision is the final trigger for the start of the actual cutover.

Frontier's approach to systems integration and conversion involves testing at many different levels and in many areas, including the following:

- Intensive regression testing (repeated start to finish testing until all testing branches execute without errors) and forced business process exercise;

- Standard conversion tasks and specific conversion testing for existing Verizon source system data;

- Functional testing of all order, acknowledgment and transaction types;

- Integration testing from order to billing;

- Performance testing of both online response time and any batch related testing (e.g., billing); and

- User acceptance testing.

Frontier has allowed for a doubling of the amount of testing that it will use for the converted systems in advance of conversion to further maximize accuracy.

Additional testing plans are described in the Frontier Cutover Plan: West Virginia referenced in Response # 1. Testing began in January 2010 and will continue through May 2010.

In addition, as part of the pending regulatory approval proceeding in West Virginia, Frontier reached settlements with all of the operating companies and CLECs in that proceeding. The settling parties submitted two separate but similar Stipulations to the Commission, one among Frontier, Verizon-West Virginia and Comcast Phone of West Virginia, LLC ("Comcast"),and another among Frontier and several West Virginia CLECs: NTELOS of West Virginia, Inc. ("NTELOS"), FiberNet, LLC ("FiberNet"), Citynet West Virginia, LLC ("Citynet"), USCOC of Cumberland, Inc., and Hardy Cellular Telephone Company (collectively "U. S. Cellular"). Those two settlements, which were filed publicly with the West Virginia Public Service Commission in December 2009, are being provided with this response. As part of these settlements, Frontier agreed to allow the competitive carriers to undertake testing of the OSS to ensure that the transition from Verizon wholesale operations support systems to Frontier wholesale operations support systems is not disruptive to their business. Before the cut over to the Frontier systems, Frontier will establish a testing environment ("TE") on the Frontier systems to test wholesale orders. The settlements provide that the CLECs and Comcast may undertake testing of the e-bonding and systems in the TE *before* the systems are put into production and utilized. This testing will consist of the processing and flow through of sample orders and the verification of the results of that testing in the TE. Additional details regarding the testing process are included in the two settlement agreements being provided here.

c(1). There are no plans for independent third-party testing of Frontier's West Virginia's OSS. In light of the extensive, rigorous, and repeated pre-cutover system testing that Frontier is undertaking, described in part b. above, and the opportunities provided to CLECs and Comcast to test in the Testing Environment prior to any cutover, Frontier does not believe third-party testing is necessary.

c(2). Frontier plans to convert the data from the final test extract into a special "shadow environment". This environment will be used to support the West Virginia customer service and operations while the cutover is in process. While the cutover occurs, Frontier will be able to access the data in the shadow environment to service customers and ensure quality customer care.

c(3). When mapping data and products from Verizon to Frontier, Frontier may identify circumstances in which field lengths need to be expanded or in which other information is contained in Verizon's systems but not in Frontier's systems. In each of those circumstances Frontier will make the necessary changes to Frontier's systems to accommodate those differences. For example, Frontier will expand data fields to accommodate greater data lengths or add data fields to accommodate necessary data.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

d. Frontier does not expect its West Virginia OSS to fail after going live at closing or after closing. Frontier already utilizes these back-office operations, business and customer service and support systems today to serve its current wireline customers in West Virginia and more than 2 million access lines in other states. The West Virginia OSS is fully functional. Since Frontier is converting the Verizon-West Virginia customer base onto these fully functional systems, Frontier's continuity plans for West Virginia are the same as the continuity plans for all Frontier properties. Frontier has a documented Business Continuity Plan to ensure service delivery in the event of a disaster. Included in that plan is the ability to operate our OSS in an offsite backup, or fail-over, facility located in Philadelphia, PA, operated by Sunguard.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

REQUEST #3

Please describe in detail all testing plans and protocols the parties have developed and plan to or have begun to implement prior to the cutover in the 13 legacy GTE territories, including the timeframe(s) for such testing plans and protocols.

a. Are there any plans in place for independent, third-party testing of the 13 legacy GTE territories' OSS prior to cutover? If so, please provide details; if not, explain why you believe such independent testing is not necessary.

b. To the extent there are results available from ongoing or completed tests, please provide details of those results and any supporting documentation.

c. With respect to the Fort Wayne OSS center, please describe in detail (and provide copies of all supporting documentation for your responses to each section below):

   (1) An explanation of how Verizon currently ensures continuity of service (*e.g.*, network and equipment redundancies, or other back-up measures in the event of system failures) in the Fort Wayne OSS center;

   (2) whether Frontier plans to build in similar back-up measures or network and equipment redundancies to ensure continuity of service for the merged entity's OSS, and if so, the types and extent of those measures; and

   (3) all plans Frontier has made or is in the process of making to ensure continuity of service to customers should the Fort Wayne OSS fail upon going live at closing/cutover.

d. Provide copies of all documents prepared (whether internally or by outside advisors) for, or in the course of, discussing or memorializing the replication test plan developed as of November 2009 for the Fort Wayne center.

RESPONSE TO REQUEST #3

3. Please see the response as provided by Verizon. In summary, Verizon will replicate its GTE OSS and then test the customer-facing systems in those thirteen states before they are put into operation. Verizon will then use those replicated systems to serve the Verizon customers in the thirteen states.

After those systems are copied, separated, and in production mode with Verizon, Frontier will have access to inputs, outputs, reports (including error and exception reporting along with corrective actions) and customer files to verify that the systems are operating properly and acceptable for turnover to Frontier. The testing will be oriented towards confirming that customer service levels are unaffected by the use of the replicated systems. Frontier will aggressively and rigorously review the operation – from call centers and usage processing through billing to confirm correctness and completeness, and work with Verizon to ensure service levels by observing Verizon's actual production systems. Frontier will observe actual systems in use with real customers, along with reports and metrics, while Verizon is using these systems for all customer transactions in the former GTE states being transferred to Frontier. The objective will be to confirm not just that the copied systems operate correctly, but that the entire operation performs and functions properly and as expected. Systems will not be transferred unless Frontier is satisfied the condition to the closing of the Merger Agreement has been met. As described more fully by Verizon, in certain settlement agreements that Frontier and Verizon have entered into the Staffs of state utilities commissions, Comcast and other intervenors in the state regulatory approval proceedings associated with this transaction, Verizon and/or Frontier have agreed to certain conditions or requirements associated with the system transitions in the 13 former GTE states included with this transaction. With this response, Frontier is providing a comprehensive summary of the conditions, settlements and commission orders in the state regulatory proceedings that the West Virginia Public Service Commission directed the joint applicants to file and periodically update and which was filed with the West Virginia PSC on February 26, 2009.

At closing, Frontier will obtain a replicated system for those states that will have been operated by Verizon's North Central business unit for at least 60 days before closing and validated by Frontier. In short, Frontier will receive fully functional systems for the thirteen former GTE states at closing and will operate those same systems immediately upon closing using the same employees that continue with Frontier after the closing of the transaction.

a. Please see the response as provided by Verizon.

b. Please see the response as provided by Verizon.

c(1). Please see the response as provided by Verizon.

c(2). Upon closing of the transaction, Frontier plans to continue the back-up measures and network and equipment redundancy measures implemented by Verizon's to ensure continuity of service in the Fort Wayne OSS center.

c(3). Please see Verizon's response to Question 3.b. Upon closing Frontier will assume and continue Verizon's back-up plans and procedures. After closing, Frontier will evaluate whether to continue Verizon's existing plans or to make appropriate modifications to those plans and procedures.

d. Please see the response as provided by Verizon.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

REQUEST #4

What motivated Frontier to purchase the Synchronoss wholesale ordering gateway product for use in Frontier's existing 24-state footprint at this time?

a. Will all wholesale OSS functions in those areas be handled through Synchronoss? If not, please specify which functions will be placed on Synchronoss immediately, and which will not.

   (1) Of those wholesale functions that will not immediately be placed on Synchronoss, please describe all plans and schedules for converting these functions to Synchronoss in detail.

   (2) How will Frontier address the wholesale OSS functions that will not be placed on Synchronoss right away?

   (3) What is the current status of the company's plans to incorporate CLEC testing into the protocol for the transfer to Synchronoss, and what additional plans for CLEC input into this transfer have been made?

RESPONSE TO REQUEST #4

Frontier identified a need to increase automation for wholesale customers in anticipation of the closing of this transaction given the Carrier to Carrier and Performance Assurance Plan that Frontier will be assuming from Verizon in West Virginia. Frontier initially evaluated three vendors in addition to the option of building the front end gateway internally. Frontier will be upgrading its OSS by purchasing and installing the Synchronoss Technologies, Inc. ("Synchronoss") front-end gateway and implementing a number of upgrades to the other components of its OSS. The Synchronoss front-end will provide e-bonding (including EDI, XML, and MECSpec), improved connectivity, and enhanced automation, tracking capabilities, and notification to CLECs and other wholesale customers for service orders, trouble resolution and administration. Frontier identified a need to increase automation for wholesale customers as a component of this transaction given the Carrier to Carrier and Performance Assurance Plan that Frontier will be assuming from Verizon in West Virginia. Frontier initially evaluated three vendors in addition to the option of building the front end gateway internally. Ultimately, there were two overwhelming factors that led to the decision to choose Synchronoss as the solution.

First, from a functional perspective, Synchronoss was the only vendor system that provided all three key components - LSR, ASR and Trouble Administration. Each component was accessible in the various formats mirroring Verizon-West Virginia's (i.e. GUI, XML, EDI, etc). Frontier also believed that using a proven system was a preferred solution versus the in-house development.

The second factor was the wide use of the Synchronoss system by many telecommunications providers, whether in a send or receive mode. Frontier was aware of both Embarq's use of Synchronoss, and CenturyTel's commitment, as part of their transaction, to expand the use of the Synchronoss platform to their entire footprint following the merger. Frontier determined that using a system familiar a key to the wholesale carrier community constituted an additional benefit.

With Verizon-West Virginia converting onto the same OSS that is used to support the Frontier legacy footprint today, Frontier decided to expand the functionality delivered by the Synchronoss platform to support the Company's wholesale operations across the legacy Frontier footprint as well. This will provide increased efficiency for Frontier's wholesale operations and will provide wholesale customers with a single method for doing business with Frontier over the Frontier legacy OSS. Synchronoss is installing and configuring the ordering gateway.

a. Synchronoss will handle the wholesale OSS functions described above.

a(1). As of February 1, 2010, all existing Frontier legacy ASR customers currently interfaced via Mechspec were converted to the new gateway using the same protocol. As of March 1, 2010, all ASR customers who currently submit emails or faxes will be converted to using the GUI for order submission. Training was provided to the Carriers during the week of February 8th. At this time there is no firm date for the migration of existing Frontier legacy LSR customers; however Frontier has committed to such migration no later than 180 days post close.

a(2). All of the backend support systems for the legacy properties and the West Virginia customers are the same. There will be a period of no longer than 180 days post close where LSR customers will use the existing Frontier GUI for LSR submission.

The gateway implementation has begun and will be connected to back end OSS systems and tested in March (beginning with system training) and April/May 2010. Frontier has committed to a minimum of 20 business days of testing, which will ensure a thorough review of the various test scenarios. Frontier has published its proposed Test Deck for LSR, ASR, and Trouble Administration functions. With this testing application, Frontier will define test scenarios associated with all the pre-order and order functions that will be supported by Frontier after the Verizon WV migration. The application will simulate a CLEC customer submitting ASRs or LSRs to Frontier that will be processed by the Synchronoss front-end applications and will be used to compare the responses returned to the expected result.

a(3). Frontier will work with each of the CLECs requesting a testing window to ensure they can successfully submit transactions to Frontier in a manner comparable to the way the CLEC interacts with Verizon WV today. Simply put, the CLECs will be able to test all the standard pre-order and order transaction types defined in their ICA with Verizon WV.

Furthermore, as discussed in Response 2.c.(1), as part of settlements reached in West Virginia, before the cut over to the Frontier systems, Frontier will establish a testing environment on the Frontier systems to test wholesale orders. The settlements provide that the CLECs and Comcast may undertake testing of the e-bonding and systems in the testing environment *before* the systems are put into production and utilized. This testing will consist of the processing and flow through of sample orders and the verification of the results of that testing in the testing environment.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

REQUEST #5

What are the company's long-term plans for post-merger OSS, both in the legacy Frontier franchise areas and the transaction market areas? Please provide copies of all documents prepared (whether internally or by outside advisors) for, or in the course of, discussing or memorializing the development and refining of such plans.

a. Does Frontier plan to outsource to consultants any aspect of the conversion of the OSS (*e.g.*, functions, maintenance, support, etc.) it plans to use in the market area? If so, please describe in detail (and provide copies of all supporting documentation for your response) what specifically will be outsourced, to whom, and why.

RESPONSE TO REQUEST #5

Upon the closing of the proposed transaction, Frontier will continue to utilize its existing OSS systems in each of the service territories where it currently operates. As explained in response to Request #4, Frontier will enhance its existing OSS to include the Synchronoss front end gateway. In addition, as explained in response to Requests #1 and #2, upon closing of the proposed transaction, Frontier will cut over the Verizon-West Virginia operations to Frontier's existing OSS systems.

While it is likely that at some point in the future, Frontier will seek to consolidate OSS so that the existing Frontier territories and the acquired Verizon service areas utilize the same OSS, the Company has no plan or timeline for completing the integration of those systems. Frontier has committed that it will not integrate the existing Frontier and Verizon OSS for at least one year following the closing of the transaction. In certain settlement agreements with or commitments to state commission staff (Illinois, Ohio, Oregon and Washington), Frontier has committed to notifying the state commission and certain other parties of any planned system integrations and to providing detailed information regarding the planned integration at least 180 days before the integration occurs.

Specifically, Frontier has agreed to submit a detailed operations support system integration plan to the Commission Staff in Illinois, Ohio, Oregon and Washington. Frontier's integration plan will describe the operations support system to be replaced, the surviving operations support system, and why the change is being made. The operations support system integration plan will describe Frontier's previous experience with integrating the operations support systems in other jurisdictions, specifying any problems that occurred in that integration process and what has been done to avert those problems. Frontier's operations support system integration plan will also identify planned contingency actions in the event of Frontier encountering a difficulty, as part of the system integration process. The integration plan submitted by Frontier will be prepared by Information Technology professionals with detailed experience and knowledge regarding the systems integration process and requirements.

Frontier utilizes its own staff for most IT projects but also engages consultants to assist it on IT projects on an as-needed basis. Because a definitive conversion plan has not been developed and because conversion will not occur for at least one year, however, Frontier has not made a determination as to whether it will outsource to a consultant any aspect of any potential OSS conversion in the transaction market areas.

REQUEST #6

What plans or efforts has Frontier made to ensure that, post-closing, it will have sufficient trained staff to operate, maintain, and support the OSS that Frontier will need to serve all of its customers in both the legacy Frontier territories and the territories to be acquired from Verizon? Please provide copies of all supporting documentation for your response.

RESPONSE TO REQUEST #6

In conjunction with the Verizon realignment, Verizon employees whose primary duties relate to the Verizon businesses being acquired by Frontier, excluding a small number of employees retained by Verizon, will immediately after closing continue as employees of one of Frontier's subsidiaries; in total, approximately 9,450 current Verizon employees who are experienced and dedicated to the provision of local services in these areas are expected to continue employment with Frontier as part of the proposed transaction. The customer service, network and operations functions that are critical to Frontier's success in providing high quality service will continue to provide service in the transferred areas after the transaction is complete. Similarly, the Verizon personnel responsible for operating the data center and using its functionality to handle ordering, billing, repair, and other functions relating to Spinco will be employees of the Spinco business that will be merged with Frontier. Employees will continue in their existing roles and locations, performing functions consistent with those they perform today, after the transaction is completed. Frontier is also very familiar with the amount and type of training necessary to make new employees effective on its existing systems. The company has repeatedly integrated new groups of employees and refined the necessary training process.

In addition, Frontier plans to augment its existing organization that supports Frontier's legacy OSS, in order to accommodate the additional activity from West Virginia.

REQUEST #7

With respect to Verizon's prior experience replicating its OSS, please describe in detail (and provide copies of supporting documentation for your responses to each section below):

a. each prior instance in which Verizon has replicated its OSS or any portion of it for transfer to another entity;

b. the length of time it took to complete each such replication and transfer;

c. what types of problems arose in the course of testing the replicated systems prior to cutover;

d. how long Verizon provided maintenance, troubleshooting, and other support for the system post-cutover, and at what cost to the transferee;

e. whether there were any serious or catastrophic OSS failures post-transfer, and if so, how and when they were resolved;

f. how you anticipate this OSS replication will compare with the instances described in the foregoing responses, and what assumptions underlie your expectations; and

g. what incentives Verizon has to ensure the ongoing success of the transaction, including the robustness of OSS operations in the transaction market areas, after closing.

RESPONSE TO REQUEST #7

Please see the response as provided by Verizon.

REQUEST #8

With respect to Frontier's prior experiences with post-merger conversions/cutovers, please describe in detail (and provide copies of supporting documentation for your responses to each section below):

a. the size and scope of each prior conversion/cutover Frontier has completed to date;

b. how much time elapsed between the closing of each transaction and final completion of the entire conversion/cutover process;

c. the scope, extent, and nature of the planning and testing that was conducted prior to the cutover;

d. what effect the conversion and cutover process had on Frontier's service quality levels in each of the service territories subject to the conversion/cutover (please provide performance data for Frontier's service quality in each of the affected areas for the periods before, during, and after the conversion/cutover process was completed); and

e. how you anticipate the conversion/cutover and OSS replication processes in this transaction will compare with the prior instances described in the foregoing responses, and what assumptions underlie your expectations.

RESPONSE TO REQUEST #8

a. Frontier has completed the following system integrations:

- GTE Pre-2000: approximately 750,000 lines were migrated from the acquired OSS/BSS systems to Alltel in a service bureau environment.

- GTE 2000: Flash cut onto Data Products Incorporated (DPI) at time of close for 300,000 lines.

- Ogden, NY: approximately 20,000 lines were migrated to DPI in 2003.

- Rhinelander, NY: approximately 25,000 lines were migrated to DPI in 2003.

- Commonwealth: approximately 320,000 ILEC lines and 100,000 CLEC lines were migrated from the acquired OSS/BSS platform to DPI in 2007.

- Global Valley: approximately 12,000 lines were migrated from the acquired OSS/BSS platform to DPI in 2008.

- Rural ILECs acquired from Global Crossing: Approximately 400,000 lines were migrated to DPI in 2008.

- Frontier Telephone of Rochester: approximately 400,000 lines were migrated from Customer Accounts Records System (CARS) to DPI in 2008.

b. Frontier has acquired both assets and entire operating companies in the past. When assets were acquired, a system conversion at closing was required. When an entire company was acquired, a conversion at close was not required. In instances where a conversion at close was not required, Frontier chose to convert billing systems at a later date based on other business priorities. The Commonwealth conversion, for example, was completed 6 months post-close. The Global Crossing and Frontier Telephone of Rochester billing conversions were completed approximately 7 years after close.

c. In the prior conversions completed by Frontier, the company undertook planning and testing in those conversions that is similar to the planning and testing contemplated in this transaction as summarized in response to Request # 2.

d. Customer service quality was not adversely affected by any of the systems migrations. In several of the state regulatory approval proceedings, Frontier's witness, Billy Jack Gregg, the former Director of the West Virginia Consumer Advocate Division, testified that he had undertaken a review of Frontier service quality prior to and following Frontier's prior acquisitions and systems conversions and concluded that systems migrations did not adversely impact customer service quality. Copies of Mr. Gregg's testimony filed in Illinois, Ohio and West Virginia are being provided herewith.

In addition, Frontier is providing copies of service quality reports filed with the Pennsylvania and New York state commissions following the 2007 Commonwealth Telephone and 2008 Rochester Telephone system conversions. Frontier will also provide service quality reports from several states where the Global Crossing system migration was implemented.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

e. With respect to the planned cutover from the Verizon systems to Frontier's OSS in West Virginia, Frontier will use the same conversion process it has used in prior successful conversions, and is confident that this conversation will also be successful.

B. FINANCIAL MODEL/BUSINESS CASE

REQUEST #9

Provide, along with copies of all documents used to create each response to this specification:

a. An explanation of the transaction summary on pages 14-15 of the November 2009 presentation to Frontier's investors, including the following:

   (1) How is the value to the merged entity affected by modifying the price/share and debt issuance assumptions?

   (2) Explain how the transaction summary would be affected with the final year-end 2009 financial results for Frontier and Spinco rather than year-end 2008 financial results.

   (3) Provide copies of all documents prepared expressly for Frontier (whether prepared internally or by outside advisors) used to create the aforementioned summary.

b. An explanation of the key *pro forma* Financial Data summarized on page 16 of the November 2009 presentation to Frontier's investors, including:

   (1) the basis of the $500 million in synergies;

   (2) how net debt is defined in this presentation;

   (3) the impact of excluding severance, early retirement costs, and legal settlement costs on this analysis;

   (4) the meaning of the phrase, "2008 audited financial statements adjusted for certain matters";

   (5) how the key *pro forma* financial data would be affected if Frontier issues shares at either end of the share price collar; and

   (6) copies of all documents prepared expressly for Frontier (whether prepared internally or by outside advisors) used to create the summary on page 16 of the November 2009 presentation to Frontier's investors.

c. Please describe in detail the current status of Frontier's and Spinco's pension balances. In particular, explain whether and how the value of Frontier's or Spinco's pension plan assets or pension obligations in the next three to five years could affect the combined entity's financials and risk.

d. A detailed explanation of the transaction's rationale as summarized on page 18 of the November 2009 presentation to Frontier's investors, including copies of all documents prepared expressly for Frontier (whether prepared internally or by outside advisors), which discuss:

(1) the rationale for the transaction;

(2) the underlying assumptions; and

(3) the risks of the proposed transaction.

e. A detailed explanation of the operational potentials from the proposed transaction as summarized on page 24 of the November 2009 presentation to Frontier's investors. Specifically, please provide an explanation and all supporting documentation for the following:

(1) how critical customer metrics (access line losses, high-speed Internet penetration, long distance penetration, and video penetration) will be achieved with the proposed transaction; and

(2) the risks and impact on the merged entity if the assumptions underlying Spinco's operational performance are not achieved and instead remain at their current level or decline further.

RESPONSE TO REQUEST #9

a. The transaction summary on pages 14 and 15 of the November 2009 Investor Presentation is a simplified summary of some key features of the proposed transaction that are described more fully for shareholders in Frontier's S-4 Registration Statement. The first three bullets on Slide 14 are self-explanatory. The reference to "pro forma leverage" in Slide 14 is a reference to the pro forma December 31, 2008 estimated ratio of net debt to EBITDA for the combined entity, without any assumed synergies from the transaction. By an "Attractive and sustainable dividend policy," Frontier is referring to both its post-closing reduction of its dividend from $1.00 per share to $0.75 per share and its projection that its dividend payout ratio (dividend payments to free cash flow) will be substantially reduced. "Free cash flow accretive in year 2" reflects Frontier's estimate that free cash flow per share will be increasing by Year 2 of the transaction.

Slide 15 summarizes the payment of cash/assumption of debt between Frontier and Verizon and the projected post-transaction ownership of Frontier as between existing Frontier and Verizon shareholders.

a(1). The total merger consideration in this transaction is fixed (subject to adjustment for the regulatory adjustment provision) and is not impacted by the stock price collar. The amount of debt issued and/or assumed by Spinco is fixed at $3.333 billion dollars and the dollar value of equity to be issued by Frontier is set at $5.247 billion. What is impacted by the stock price collar is the number of shares to be issued. The number of shares of Frontier common stock issued to Verizon shareholders fluctuates within the stock price collar ($7.00 to $8.50 per share) and will be calculated at closing by dividing the $5.247 billion of fixed equity consideration by the 30- day weighted average of Frontier's share price, calculated three days prior to the closing date. The number of shares issued will impact the amount of dividends that will be paid. The price per share depicted on page 15 of the November 2009 presentation is the mid-point of the stock price collar.

Frontier's S-4 Registration Statement filed with the Securities and Exchange Commission on September 14, 2009, contains selected historical financial and operating information of Financial and operating information for Verizon's Separate Telephone Operations included in the proposed transaction derived from audited financial statements for the year ended December 31, 2008 and selected financial and operating information of the Verizon Separate Telephone Operations derived from unaudited interim financial statements for the six months ended June 30, 2009 at pages F-64 through F-94. Frontier does not expect that the transaction summary included in the November 2009 Investor Presentation will be materially affected by using the final year-end 2009 financial results for Frontier and Spinco rather than year-end 2008 financial results.

a(2). The financial and operating information included in the transaction summary on pages 14-15 of the November 2009 Investor Presentation was derived from the financial and operating information of Frontier and the Verizon Separate Telephone Operations included in Frontier's Registration Statement. The Registration Statement at pages F-2 through F-63 contains selected historical consolidated financial and operating information of Frontier derived from audited financial statements for the year ended December 31, 2008 and selected historical consolidated financial and operating information of Frontier derived from unaudited interim consolidated financial statements for the six months ended June 30, 2009. Financial and operating information for Verizon's Separate Telephone Operations included in the proposed transaction are also included in the Registration Statement at pages F-64 through F-94. Frontier used a financial model to estimate and project its financial results for future years.

a(3). Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

b. Slide 16 presents the total projected 2008 pro forma revenue and EBITDA for Frontier, Spinco and the combined company, and then provides an explanation of how projected EBITDA is reconciled to projected Free Cash Flow. The remainder of the slide then calculated projected Net Debt/EBITDA and EBITD/Interest Expense ratios, as well as projecting the amount of dividends and the resulting dividend payout ratio (dividend payments as a percentage of Free Cash Flow).

b(1). The calculation of the $500 million in synergies and cost savings was based on the level of annual expenses incurred by Verizon prior to closing, compared to the level of expenses Frontier has determined is needed to appropriately manage the business based on its organizational structure, existing centralized support groups, approach to the business and by applying its cost structure to a company the size and activity levels of these 14 states. It is expected that the first full year that $500 million in synergies will be achieved is 2013. Additionally,

- The $500 million in synergies is a gross number; therefore it is not shown net of implementation costs.

- Although Frontier expects that there may be capital synergies based on volume discounts, purchasing discounts and other benefits of scale, it currently estimates that the overall capital spend in the 14 states will initially increase (as viewed in absolute terms and as a percentage of revenue) after closing.

- Revenue enhancements are not included in the $500 million synergy estimate.

- Net present value calculations were not used in the estimate of synergies.

- As discussed above, the portion of synergies attributable to any individual state has not been determined.

b(2). Net debt is defined as gross debt less cash on hand.

b(3). The impact of the severance, early retirement, and legal settlement costs summarized on page 16 of the November 2009 presentation to Frontier's investors was approximately $10 million.

b(4). The 2008 audited financials were adjusted for non cash pension expense in the case of Frontier, and certain revenue and expense items that are currently part of the Spinco operations, but that are not transferring as part of the transaction (most notably the benefit expenses associated with preVerizon employees that retire prior to closing).-retirees).

b(5). The impact of the collar range would be to issue proportionately more or less shares of Frontier stock to effect the stock swap with existing Verizon shareholders. At the low end of the collar, Frontier will issue more shares of stock; at the high end, fewer shares of stock. Assuming no subsequent share repurchases, this may result in proportionately increased or decreased total annual dividends (shares times dividend per share) annually. The following outlines the annual impact (without regard to subsequent share repurchases).

	Shares issued	Annual Dividend
At mid-point of collar	677 million	$507.75 million

At low end of collar	750 million	\$562.50 million
At high end of collar	617 million	\$462.75 million

b(6). The financial and operating information included in the transaction summary on page 16 of the November 2009 presentation to Frontier's investors was derived from the financial and operating information of Frontier and the Verizon Separate Telephone Operations included in Frontier's Registration Statement.

c. With respect to Frontier, as of December 31, 2009, Frontier's pension plan was under-funded by \$282 million. The under-funding was primarily a result of low asset returns in the prior year 2008. Frontier was not required to contribute any cash to the pension plan in 2009. Frontier expects to be required to make a cash payment to the pension fund in 2010 of approximately \$10 million.

Verizon's pension plans will transfer funds with respect to employees of Spinco in accordance with the terms of the Employee Matters Agreement. Under the parties' Employee Matters Agreement, the assets to be transferred to the successor Frontier tax-qualified pension plans must, in the aggregate, be sufficient to fully fund the plans' aggregate projected liabilities. If the aggregate assets transferred from each of the individual plans based on the Internal Revenue Code rules are less than the aggregate projected benefit liabilities (determined as of the closing of the merger), then Verizon will be responsible for the differential.

d(1-3). In Frontier's view, the transaction presents numerous opportunities for further value creation and increased revenues. Frontier's key metrics in its current service territories – which are more rural than the ones it is acquiring in this transaction – exceed those of Verizon in the acquired territories to be transferred. In particular, while Verizon had experienced access line losses of approximately 10% in the service areas Frontier is acquiring from Verizon, Frontier's rate of access line loss had been approximately 7%. Verizon had deployed broadband to only approximately 60% of the customers in its territory, whereas Frontier had made broadband available to over 92% of the households in its service territory. Frontier's penetration rate for key services also surpasses Verizon's in the acquired territories.

In time, following the transaction, Frontier expects that it will be able to bring its product and service penetration in the acquired areas much closer in line to its performance in its current service areas, resulting in more services for customers and greater revenue. In addition, the transaction will transform Frontier, strengthening its balance sheet through a substantial decrease in its ratio of debt to EBITDA, a 25% reduction in its shareholder dividend and a reduced dividend payout ratio. This stronger financial structure and increased cash flow will provide the financial flexibility Frontier needs to make the investments it deems necessary to improve its ability to compete and provide expanded services. The transaction will increase Frontier's size and scale so as to enable more efficient operations and to allow it to better serve its customers. From a financial point of view, no synergies will be required to make this transaction financially sound for the pro forma combined Frontier and its customers. Frontier is convinced that its cost-savings and synergy estimates are realistic and achievable. However, if one were to take the extreme approach of assuming that *no synergies* of any kind are realized (an unrealistic assumption), the company still would be well positioned, with or without synergies, to achieve key financial metrics that will allow the company to be among the strongest in the non-RBOC ILEC industry. Additional rationale, assumptions and risks associated with the proposed transaction are summarized in the Frontier Board of Director presentation materials dated April 16, 2009, May 1, 2009 and May 13, 2009, and as required by the SEC in the Frontier's Registration Statement and Proxy Statement/Prospectus.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

e(1). Slide 24 of the November 2009 investor presentation provides a summary of key product metrics, comparing the existing Frontier properties with the Verizon Spinco properties. Based on its due diligence, Frontier believes that the Spinco markets are very similar to Frontier's existing markets (from primarily rural nature, to level and strength of competition). As such, Frontier believes that the introduction of its local engagement model (product portfolio and pricing, service approach, community involvement, etc) and increased broadband availability over time will yield results in the Spinco markets similar to those currently experienced in the Frontier markets.

e(2). Frontier's assessment of the impact of the various risk factors to the business is reflected in the documents provided in response to data request 9.d.

C. FINANCING

REQUEST #10

How will Frontier finance the acquisition? Please provide a detailed account of the sources of funding to be used for the transaction, including but not limited to:

a. Balance Sheet Cash;

b. New equity (common or preferred) issued;

c. Rollover Equity

d. Third-party debt (bank or bonds);

e. Vendor-provided debt; and

f. Seller-provided debt.

RESPONSE TO REQUEST #10

a. Balance sheet cash will not be used to finance the transaction.

b. Frontier common shares with a value of $5.247 billion will be issued to the shareholders of Verizon. The number of shares will be calculated using the 30-day weighted average of Frontier stock as calculated 3 days prior to the closing date. Furthermore, the Frontier share price used to calculate the number of shares issued is subject to a collar with a range of $7.00/share to $8.50/share. Thus, the maximum number of shares issued will be 749.6 million (at the $7.00 bottom of the collar) and the minimum number of share will be $617.3 million (at the $8.50 upper end of the collar).

c. No rollover equity is used to fund this transaction.

d. It is anticipated that Spinco will raise the capital necessary to make the special payment to Verizon by issuing approximately $3.1 billion of Senior Unsecured Notes in the bond markets. See response to Request # 11.

e. Vendor-provided debt is not being used to fund this transaction.

f. Seller-provided financing is not being used to fund this transaction.

REQUEST #11

With respect to 10(d), please state the type of debt (bank or bonds, etc.) and supply copies of any existing agreements relating thereto, specimen term sheets relating thereto, or similar.

RESPONSE TO REQUEST #11

At this time, Spinco/Frontier has not entered into any agreement with respect to financing. It is anticipated that Spinco will raise the capital necessary to make the special payment to Verizon by issuing approximately $3.1 billion of Senior Unsecured Notes in the bond capital markets. The notes may be issued prior to closing and the proceeds held in an escrow account until the merger is closed. At closing, Frontier will assume this Spinco debt.

In terms of understanding Frontier's ability to secure the financing on reasonable terms, the most direct approach is to look to the financial markets to assess their current opinion of the attractiveness of providing financing to Frontier. One indicator of the financial markets' assessment of Frontier's creditworthiness came on September 17, 2009, when Frontier was able to arrange new debt financing to raise net proceeds of $577.6 million (gross proceeds of $600 million), through 8.125% (8.375% yield to maturity) Senior Notes due in 2018. A copy of the Prospectus Supplement associated with this $600 million financing at 8.125% in September 2009 ("Prospectus Supplement") is being provided. It is anticipated that the terms and conditions of the financing for the proposed transaction will be substantially the same as the financing completed by Frontier in September 2009. However, these terms are always subject to changes in financial market conditions. As part of the state regulatory approval process, Frontier's Treasurer David Whitehouse met with Commission staffs in Nevada, Oregon and Washington, and provided testimony in certain state regulatory approval proceedings associated with this transaction. Mr. Whitehouse provided information regarding the expected financing associated with the Transaction in presentations with the states, including a presentation in August 2009 that contained illustrative terms and conditions of a bond offering. Copies of the powerpoint presentation documents are being provided with this response.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

REQUEST #12

With respect to 10(e) and (f), please provide copies of all existing documentation relating or referring to the availability or provision of any vendor-provided or seller-provided debt financing with respect to the transaction. Documents should be provided by both Frontier and Verizon in response to this specification.

RESPONSE TO REQUEST #12

Neither vendor-financing nor seller-provided financing is being used to fund this transaction.

REQUEST #13

With respect to 10(d), (e), and (f), if the transaction were to close on the date of your replies to these questions:

a. What interest rate would be available to Frontier, and from whom, for either bank borrowing or the bond market?

b. What positive and negative financial covenants would Frontier be required to agree to?

c. Please provide draft documentation or term sheets concerning the above, to the extent they are available. If not available, please treat this as a continuing request and supply the requested documentation as it becomes available, up to and including the date of the Commission's order disposing of this matter.

RESPONSE TO REQUEST #13

a. As of February 17, 2010, Frontier estimates it could raise the necessary capital in the bond market on a senior unsecured basis at approximately 8.5%.

b. Similar to the existing terms and conditions of Frontier's senior unsecured bonds, covenants would include limitations on subsidiary indebtedness, limitations on liens, limitations on the merger, consolidation and sale of assets, and change of control provisions. Frontier also has several bank facilities in place which include a revolving credit facility and three bank term loans. Each of these credit agreements contains a financial covenant which limits the ratio of Net Debt to EBITDA to 4.5 times.

c. Frontier is in the process of preparing the necessary documentation to begin the financing process in late March 2010 and can produce documentation associated with the financing when it becomes available.

REQUEST #14

Please provide examples of documentation for bonds or bank debt that Frontier has entered into most recently, or a list of principal terms and positive and negative financial covenants from such instruments.

RESPONSE TO REQUEST #14

Copies of the Prospectus and Prospectus Supplement associated with this $600 million financing at 8.125% in September 2009 ("Prospectus Supplement") are being provided. These Frontier senior unsecured bonds include covenants, which are described in more detail in the Prospectus Supplement, on subsidiary indebtedness, limitations on liens, limitations on the merger, consolidation and sale of assets, and change of control provisions.

REQUEST #15

Please provide an explanation of the rationale and the timing of Frontier's recent debt covenant amendments. Provide any documents that discuss these debt covenants as they relate to the proposed transaction.

RESPONSE TO REQUEST #15

In 2009, Frontier amended the financial covenant in a $200 million term loan facility with the Rural Telephone Finance Cooperative. The Net Debt to EBITDA ratio was changed from 4.0 times to 4.5 times. This change was made to conform the covenants of this facility to the Net Debt to EBITDA ratios in other Frontier bank facilities in addition to providing the company with additional flexibility on the covenant. This debt covenant and $200 million term loan facility will not be affected by the proposed transaction.

As requested by the staff, Frontier will supplement this response if and when any future amendments to debt covenants occur.

REQUEST #16

Please provide Frontier's detailed *pro forma* statement of cash flows for the most recent period as of the closing date. Please treat this as a continuing request, and provide updates as and when available.

RESPONSE TO REQUEST #16

There is not a *pro forma* statement of cash flows for the combined entity, but Frontier's S-4 Registration Statement and Prospectus contains statements of cash flows for the individual entities as of December 31, 2008 and June 30, 2009. The table below summarizes Frontier's historical free cash flow generation, as well as pro forma free cash flow expectations for the new Frontier based on 2008 audited financial statements. Free cash flow here is cash generated after funding all cash operating expenses to run the business—cash taxes, cash interest expense on the company's debt, and all capital expenditures. Free cash flow does not include funds derived from financing activities, such as loan proceeds or other borrowings.

Frontier Free Cash Flows—Historical and Pro Forma Combined

						2008 Pro Forma	
($s in 000s)	**2005**	**2006**	**2007**	**2008**	**4-yr. Total**	**Pre-Syn**	**Post-Syn**
FCF Generation							
Free Cash Flow [1]	$ 527,971	$ 561,784	$ 528,005	$ 493,197	$ 2,110,957	$ 1,423,000	$ 1,733,000
Dividends Paid [2]	338,364	323,671	336,025	318,437	1,316,497	742,000	742,000
Payout Ratio	***64%***	***58%***	***64%***	***65%***	***62%***	***52%***	***43%***
Free Cash Flow after Dividends	**$ 189,607**	**$ 238,113**	**$ 191,980**	**$ 174,760**	**$ 794,460**	**$ 681,000**	**$ 991,000**

[1] Post-Synergies Pro Forma Free Cash Flow reflects the after-tax impact of $500 million in synergies and a 38% tax rate.

[2] Assuming Frontier issues shares at the mid-point of the collar.

REDACTED FOR PUBLIC INSPECTION

REQUEST #17

Please provide Frontier's leverage ratio (debt to EBITDA) for 2009, as well as Frontier's *pro forma* debt-to-EBITDA ratio for the most recent period.

RESPONSE TO REQUEST #17

Frontier's leverage ratio (net debt/EBITDA) for 2009 is 3.9x. The 2008 pro forma leverage ratio for the combined entity is 2.6x, without including the benefit of expected cost-savings. If projected synergies were immediately realized, the pro forma 2008 leverage ratio would be approximately 2.2x.

REQUEST #18

For Frontier's borrowings, including bond issuances, for the past five years, please state the type of borrowing and the interest rate for each such borrowing**.**

RESPONSE TO REQUEST #18

ISSUE DATE		STATED INTEREST RATE/COUPON	PRINCIPAL AMOUNT AT ISSUANCE	MATURITY DATE
12/6/2006	CoBank Credit Facility 12/06/2006	Libor + 1.375%	150,000,000	12/31/2012
12/22/2006	7.875% Notes Due 2027	7.875%	400,000,000	1/15/2027
3/23/2007	6.625% Notes Due 2015	6.625%	300,000,000	3/15/2015
3/23/2007	7.125% Notes Due 2019	7.125%	450,000,000	3/15/2019
5/18/2007	Deutsche Bank Credit Agreement (Facility currently undrawn)	Libor + 0.875%	250,000,000	5/18/2012
3/10/2008	CoBank Credit Facility 03/10/2008	Libor +1.75%	135,000,000	12/31/2013
4/9/2009	8.25% Senior Notes Due 2014	8.250%	600,000,000	5/1/2014
10/1/2009	8.125% Senior Notes Due 2018	8.125%	600,000,000	10/1/2018

REQUEST #19

Under what conditions (*i.e*., combination of business metrics) will Spinco's financials hinder Frontier's ability to: (1) service the debt from the deal; (2) be cash-flow negative; (3) be EBIT negative; (4) be EBITDA negative; (5) be dilutive (*i.e*., reduce Frontier's margins)? What combination of residential and business line loss, declines in average revenue per user (both in price and in mix of products), offset by what gains in broadband or video penetration, leads to each of the above?

RESPONSE TO REQUEST #19

Based on Frontier's projections using its Pro Forma financial model, which is being provided with this response, expected cash flow (including impact of interest expense, income taxes and capital but excluding impact of dividends) from SpinCo ranges from approximately

to

and combined cash flow after impact of all cash outflows (including dividends) average approximately

. As such, Frontier believes –

(1). There are no probable or realistic conditions that would inhibit Frontier's ability to service the debt resulting from the transaction.

(2). Overall cash flow would have to decrease by an average of approximately

per year

before the post-transaction Frontier would be cash-flow negative. To experience that level of decrease, the combined company would have to experience a combination of the following events:

- No or minimal achievement of synergies;

- A substantial increase in capital spending above the increases already forecast;

- Baseline operating expenses would have to rise or be flat or increasing (despite declining revenues);, and despite the fact that management would likely take some cost-reduction actions in response to such a significant decline in revenues;

- Revenues would have to decline at approximately

.

Frontier does not believe that any combination of such events is probable or realistic.

(3). EBIT for the post-transaction Frontier would have to decrease by a range of approximately to to become negative. In addition to the unlikely factors discussed in (2) above (excluding (2)(b) associated with capital expenditures), the combined enterprise would have to also experience a dramatic increase in depreciation or interest expense. Depreciation, in large part, is dictated by historical spending and is not considered volatile. Interest expense on the new debt issued to finance the transaction is effectively capped by the 9.5% interest rate financing cap included in the Merger Agreement.

(4). EBITDA for the post-transaction Frontier would have to decrease by to become negative. In addition to the achievement of no synergies, the combined company would have to experience revenue declines and expense increases totaling . This would equate to an approximately reduction in revenue with no change in expense, or a nearly in expenses while revenue is declining. Frontier does not believe that such changes are likely realistic to occur.

(5). The identified synergies move Spinco's margins to levels currently experienced by Frontier. Reduction in the level of synergies could negatively impact Frontier's combined company margins.

Because these results are improbable, Frontier has not calculated the level of line loss that would be required to reduce revenues to the levels anticipated in the scenarios described above. In our experience, line loss does not translate one-for-one into reduced revenues because Frontier continues to add customer broadband subscriptions which mitigate the effect of line losses.

D. SYNERGIES MODEL

REQUEST #20

Please provide:

a. All documents prepared expressly for Frontier (whether prepared internally or by outside advisors) that discuss the potential for annual synergies from the proposed transaction.

   (1) Describe each step Frontier will take to achieve these synergies or efficiencies; the costs the company will incur to achieve these synergies or efficiencies; the risks involved in achieving these synergies or efficiencies; the underlying assumptions for achieving these synergies or efficiencies; and the time required to achieve these synergies or efficiencies, including whether these synergies or efficiencies are primarily short-term or long-term.

   (2) Explain whether these synergies will represent savings in fixed costs or marginal costs, and describe the assumptions underlying your response to this specification.

   (3) In addition, explain how these savings are directly related to the proposed transaction and why these synergies or efficiencies could not be reaped by Frontier alone or by merging with another firm.

b. A copy of all documents and spreadsheets prepared expressly for Frontier (whether prepared internally or by outside advisors) that were used to prepare any response to this specification; and

c. An explanation of what metrics or thresholds Frontier will use to determine whether actual experience is consistent with its model, as well as what Frontier's plans are to address deviations from the model.

RESPONSE TO REQUEST #20

a. The attached documents summarize the process Frontier completed to project the synergies Frontier will recognize following the closing of the transaction and summarize the estimated synergies to be achieved beginning in calendar year 2013.

a(1). As described in the attached documents, Frontier expects to achieve $500 million in annual synergies commencing in the year 2013, the first year that the full synergy level is expected to be realized as compared to the expenses reported by Verizon. Frontier determined the level of synergies by comparing the total Verizon expenses incurred in the service areas included in the proposed transaction with Frontier's estimated organization and costs structure to support the business and activity levels in the Verizon service areas in the proposed transaction. Frontier identified the various components of the business (local, long distance, and data services) that would be acquired as part of the transaction and generated a historical and forward looking view of revenues and product units for the Spinco properties. Using this revenue and unit information, and the underlying metrics of demand activity that were available in the data room and via discussions with Verizon personnel, Frontier compared its stand-alone operating performance metrics to the projected view of Spinco for the FY 2013 and had Frontier's functional area teams develop a view of incremental headcount, wage expense and non-wage expenses) necessary to operate the acquired properties at current Frontier stand-alone performance levels. In view of the limitations of the expense synergy process and therefore to be conservative in the identification of expense synergy savings opportunities, Frontier added to the build-up an additional $250 million of unidentified costs as a means of providing for a contingency for wage and non-wage expenses that may be higher than expected.

a(2). Frontier's synergy analysis did not allocate synergies between fixed or variable costs.

a(3). The synergies forecast by Frontier are attributable to either (1) operating efficiencies by introducing Frontier's organization cost structure in the Spinco properties (these synergies are dependent on the transaction), (2) changes in common cost allocations from Verizon to Frontier, which is dependent on the transaction or (3) scale related efficiencies which are dependent on a transaction.

b. See response to (a).

c. Traditionally, Frontier uses two approaches to track synergies:

c(1). Track on-going recurring vs. non-recurring cost (integration) to view the combined entity cost structure (excluding one-time integration costs) and compare pre-merger vs. post merger costs.

c(2). Track specific items and projects. Examples of these are elimination of corporate overhead allocations, elimination of duplicative Corporate costs (HR, Legal, Regulatory, Accounting, Finance, Audit, Investor Relations, Treasury, Etc.) or and recognition of vendor synergies (audit fees, bank fees, actuary fees, insurance, maintenance agreements, LD costs, benefits, etc).

Frontier does not use metrics or thresholds, but rather will track the actual synergies achieved. As a result, if a variation does occur, Frontier may determine the appropriate action to achieve the anticipated cost savings or revise its assumptions. From a financial point of view, no synergies will be required to make this transaction financially sound.

Frontier's Responses
to the Federal Communication Commission's
February 12, 2010 Data Request

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

E. MISCELLANEOUS

REQUEST #21

In the adjacent exchange areas, are there unbundled network elements (UNE) rates or interconnection rights for network elements that differ from the UNE rates or interconnection rights in the transaction market area? If so, please list these differing service offerings and prices for wholesale customers in each area, and provide an explanation for the differences between the rates or interconnection rights in each adjacent exchange area.

RESPONSE TO REQUEST #21

Frontier does not currently conduct ILEC operations in North Carolina, South Carolina and Washington and therefore does not offer wholesale services in those states. The Frontier ILECs operating in the other 11 overlapping states have entered into interconnection agreements with competitive carriers in those states. In several instances, the interconnection agreement is in place to address the interconnection of respective networks and to exchange traffic and the interconnection agreement does not include terms, rates and conditions associated with the provisioning of UNEs. Frontier is providing a summary of Frontier's UNE rates reflected in existing interconnection agreements in these overlapping states.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

REQUEST #22 (Revised per FCC Staff)

To what extent, if any, does Frontier anticipate that it will be a rural telephone company, as that term is defined in section 3(37) of the Communications Act, in the transaction market areas? Has Frontier used the rural exemption to deny requests for or influence negotiations of interconnection agreements under Section 251(c) of the Act, and does it intend to do so post-consummation in the transaction market areas? Please provide all documentation that discusses any such use of or plans to use the rural exemption by Frontier.

RESPONSE TO REQUEST #22

Frontier Communications Corporation is the parent company to approximately 50 ILEC operating companies identified in the attached list of telecommunications carrier subsidiaries. With the exception of Frontier Telephone of Rochester, all of Frontier's existing ILECs are rural telephone companies under Section 3(37) of the 1996 Communications Act. However, none of these ILECs, while operating under Frontier's control, have declined to enter into an interconnection agreement in response to a bona fide request, nor sought a continued exemption, from a state commission under 251(f) of their obligations under Section 251(c) of the Act and these Frontier ILECs have entered into interconnection agreements with requesting carriers. Frontier has no intention of asserting the rural exemption in the transaction market areas, and will meet the related requirements of its state settlements or conditions. Frontier will honor all obligations under Verizon ILEC's current interconnection agreements, wholesale tariffs, and other existing wholesale arrangements that are in effect at closing. In other words, competitive carriers will have exactly the same contractual rights to retain and purchase the same interconnection and wholesale services, support and arrangements as those provided for in their existing interconnection agreement prior to the closing of the proposed transaction. Frontier has agreed not to try to move or reclassify any exchanges or wire centers currently located in Verizon-West Virgina's legacy service areas so as to be included in the Citizens Telecom service area in order to take advantage of the rural exemption.

REQUEST #23

Provide an explanation of Frontier's co-marketing arrangements with Dish Network Satellite TV. To the extent that take rates for this service vary across Frontier's market areas, please explain why such variances arise, and explain what factors Frontier considered in its assumptions about the potential take rate for the Dish Network Satellite TV services in the transaction market areas.

RESPONSE TO REQUEST #23

Frontier offers its customers the option to purchase Dish Network Satellite TV services and to be billed for that service on their Frontier telephone service bill. Frontier and Dish Network co-market and jointly fund certain promotions that include certain Dish programming packages and Frontier service offerings.

Take rates for the Dish Network service vary across Frontier's footprint based on a number of factors, including access to satellite signal, competition for cable and other competitive providers, promotional offerings, availability of local channels (especially HD) and availability of other key programming (i.e. YES network in the Northeast).

Frontier did not make assumptions regarding potential take rates for a Dish product in the Spinco properties. The Verizon properties currently have a DirecTV offering, which is expected to be available after the transaction closes for these markets.

REQUEST #24

For each transaction market area in which FiOS is currently offered, provide:

a. A description of the facilities that Frontier would need to acquire in order to provide video services. Could any of these facilities be used to provide video services in any Frontier franchise areas?

b. An explanation of how Frontier will provide these services in the future.

c. An estimate of the cost for Frontier to provide video services to former FiOS customers post-closing.

d. An explanation of any contractual arrangements that will either continue or need to be negotiated to enable Frontier to provide video services in the transaction markets in which Verizon currently offers FiOS. Could any of these contracts be used to provide video services in any Frontier franchise areas?

RESPONSE TO REQUEST #24

a. These are described in the attached specification document. A number of these facilities could be used to provide video services in other Frontier franchises. Specifically, Video on Demand, transport network, Linear content, conditional access system, ad insertion, content management center, billing and provisioning.

b. Frontier intends to use the same equipment and processes as outlined in the FiOS Video Functional Specification Document (Plan of Record) (see response to question 24a above). Going forward, Frontier expects to make changes based on customer requirements and to take advantage of new technologies.

c. A number of the components of the cost structure are designed to support both video and data. As a result, Frontier's estimates are based on providing both video and data services. The current estimate for content (including content management) and transport (including head end connectivity) is approximately

per month per customer. Nonrecurring costs per customer would also include the cost of the set top box (approximately

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and gateway (approximately

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d. The following contractual arrangements will either continue or need to be negotiated to enable Frontier to provide video services in the transaction markets in which Verizon currently offers FiOS: IMG contracts for middleware; Maintenance contracts for support of Motorola, Cisco, and SeaChange equipment. In addition, Frontier will obtain linear and VOD programming through its membership in NCTC, through contracts directly with programmers, and at its option through other aggregators. Frontier will obtain local broadcast programming through assignment by Verizon to Frontier of Verizon's retransmission agreements and contracts directly with local broadcasters in the local markets in which Frontier will operate following the closing of the transaction. All these contracts could be used to provide video services in other Frontier franchise areas, with the exception of local programming rights.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

E. PUBLIC INTEREST ANALYSIS

REQUEST #25

Provide copies of all documents prepared expressly for Frontier (either internally or by outside advisors) which discuss the impact of the transaction on broadband availability in the merged entity's market areas.

RESPONSE TO REQUEST #25

Frontier's plan is to focus on and invest over time in network facilities to allow it to significantly increase the levels of broadband availability in the Verizon transferred service areas. In the state regulatory commission proceedings regarding the approval of the proposed transaction, Frontier has generally indicated that it will expand broadband availability above the level of Verizon's broadband deployment in the state by the end of 2013. The discussion of the impact of the transaction on broadband availability in each the states is reflected in prefiled testimony in these proceedings. In addition, in Ohio, West Virginia, Illinois, Oregon and Washington, Frontier has entered into settlement agreements, or otherwise made commitments, to expand the availability of broadband services. In Ohio, West Virginia and Illinois, Frontier has committed to make broadband available to 85% of the households in the Verizon service areas to be transferred to Frontier. In Oregon and Washington, *inter alia*, Frontier has committed to deploying broadband at certain availability levels in wire centers that are unserved and underserved by broadband. The settlements and other documents memorializing these commitments are included with this response.

In analyzing the cost and requirements to expand broadband availability in the Verizon service areas, Frontier has utilized an internal model to estimate the cost of expanding DSL service from Verizon's current level of deployment in the state to 85% deployment coverage at 3 Mbps by the end of calendar year 2013. Frontier is providing a copy of the model for AZ, ID, IL, IN, MI, NC, NV, OH, OR, SC, WA, WI and WV, which estimates the costs to deploy broadband services to 85% in each respective state. The individual state models are included with this response.

In addition, Frontier has retained an outside firm, AltmanVilandrie (AVCo), to undertake additional review and analysis associated with the build out of broadband in the Verizon service territories included in the proposed transaction. Frontier is providing the most recent versions of different summary analyses prepared by AVCo for Frontier.

The Frontier model had its own unique set of assumptions, but the major difference in the models is that the Frontier models include backbone costs to upgrade the aggregation backhaul network to Frontier's National Data Backbone while the AVCo model only addresses costs for the local access network.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

REQUEST #26

Please provide a description of, and copies of all documents prepared (either internally or by outside advisors) which discuss:

a. your company's existing broadband footprint, by data rate capacity, for residential customers, and for small- and medium-sized businesses, in each market area;

b. Frontier's plans to improve broadband availability in the transaction market areas, including:

   (1) the percentage by which Frontier expects to improve broadband deployment over Verizon's current deployment rate of 62%, including assessments of the potential data rates capable, the anticipated cost per customer to achieve the projected improvements, and the timeframe for achieving these projected improvements;

   (2) what assumptions are made about providing broadband to those currently unserved by Verizon's broadband service;

   (3) the extent to which Frontier has tested (or is testing) Verizon's existing infrastructure that could be used to provide fixed broadband services in the transaction market areas;

   (4) what facilities Frontier would need to construct in the transaction market areas to achieve its projected improvements in broadband deployment;

   (5) what percent of homes in the transaction market areas will be broadband enabled as a function of time;

   (6) whether/how these plans address competition from other broadband providers, in particular, the impact on these plans of expected LTE and DOCSIS 3.0 deployment in these areas;

   (7) the estimated cost per home passed for each year in the construction plan;

   (8) the cost for each incremental percent of broadband coverage (*e.g.*, the cost to move from 79 percent to 80 percent coverage);

   (9) what take rates will be required to break even on broadband buildout, and at what ARPU;

   (10) what percentage of the transaction market areas have cable-based broadband available; and

(11) what percentage of the transaction market areas are within the Verizon Wireless 3G footprint.

RESPONSE TO REQUEST #26

a. Frontier operates in 24 states. In these states, Frontier owns and operates 330 host and 695 remote switches. Over the last eight (8) years, Frontier has made network investments in equipment and facilities and has made broadband services available to over 92% of the households in its service territory. The percentage of broadband availability varies from state to state.

The number of broadband subscribers by speed capability as well as the percent of residences with DSL available in each Frontier state can be found in Frontier's June 2009 Form 477 filing, which is already in the Commission's possession; December 2009 Form 477s will be filed on March 1, 2010.

b(1). Frontier expects to increase broadband deployment in the Verizon service areas on a systematic basis over several years following the closing of the transaction. Frontier expects to meet the requirements outlined in the state settlement agreement commitments as discussed in response to Data Request # 25 and is targeting an average of 85% coverage in the transferred Verizon service area by the end of 2013. Frontier, of course, will not be able to immediately deploy broadband-capable infrastructure to all areas. Therefore, as with most network investment plans of this magnitude, we have to make decisions on where to deploy such infrastructure first. The criteria to be used to select the Verizon areas for expansion are:

. Using its internal model described in response to Request # 25, Frontier has provided a summary spreadsheet that includes the estimated cost per home by exchange and an average cost per home by State. In addition, as described in response to Data Request # 25, Frontier's contractor AVCo has prepared analyses that consider initial coverage, final coverage, projected deployment by year, and cost per premise passed.

b(2). The list of assumptions used to estimate the capital investment required to provide broadband services, are attached.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

b(3). With the exception of Arizona, Verizon is currently providing broadband service in each of the state service areas to be transferred to Frontier. In addition, Frontier conducted site visits in several states, which included a review of the central offices, outside plant facilities, interoffice facilities, and remote cabinets. One of the purposes of these surveys/audits was to verify the condition of the network and facilities to support broadband expansion.

b(4). There are three main network segmentations; Access, Distribution and Core. Locally, the major categories of facilities to be constructed or enhanced include copper and fiber cables and their supporting infrastructure (poles, trenching or conduit), cabinet and pad construction; Broadband loop carriers (BLC) and Ethernet switches. On a regional basis, Central Offices will be aggregated via fiber cables and various multiplexing technologies into larger edge routers and delivered back to major data Points of Presence in each State.

b(5). Frontier expects to meet the requirements outlined in the state settlement agreements and is targeting an average of 85% coverage in the transferred Verizon service areas by the end of 2013.

b(6). The impact of competition has been included in the analysis on when, where and how, to deploy broadband services. The increased bandwidth that LTE and DOCSIS 3.0 provide are being considered. DSL technology that includes VDSL2 with ADSL2+ dynamic rollback are included as a solution especially in the more dense markets, where shorter local loops are available that can provide increased downstream bandwidth. Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

b(7). Frontier has estimated that the total capital expenditures to deploy broadband to 85% of the households in the Verizon service territory is approximately . Frontier has prepared a summary analysis showing these costs on a state by state basis. That analysis also quantifies the average cost per household for each respective state. The cost per household varies from state to state.

b(8). The cost for each incremental percentage of broadband coverage is dependent upon a number of factors and varies on a project by project basis. Each wire center is unique. It is difficult to reliably estimate network deployment costs without knowing specific factual situations regarding the aggregate broadband coverage availability and which customers have access to broadband. However, as coverage increases, the slope of the cost curve increase as a result of increasing cost per premise passed. For example, in general it will be less costly to increase broadband coverage one percentage point from 59% to 60% with 40% of the customers un-served than it will be to increase broadband coverage from 89% to 90% with only 10% of the customers remaining un-served. The reason for this is that the most difficult and most costly customers to be provided broadband service are generally the customers that live the greatest distance from the central office, live in less densely populated areas, and therefore have longer loop lengths. These are often the last group of customers to be served with broadband.

b(9). Frontier has not prepared an analysis on this point. Frontier's business model and business plan would require higher levels of availability. Much of Frontier's marketing to consumers is driven by bundled sales and broadband is a key component of that.

b(10). Please see the cable-based broadband availability data filed with the Commission under protective order on December 23, 2009.

b(11). Please see the response provided by Verizon.

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

Frontier's Responses
to the Federal Communication Commission's
February 12, 2010 Data Request

REQUEST #27

Provide, including copies of all documents and spreadsheets prepared expressly for Frontier (either internally or by outside advisors) that were used to prepare any response to this specification:

a. An estimate of the yearly benefits, costs, and risks attributable to the merger within the first five years after closing, and an explanation of whether these benefits, costs, and risks will have a one-time or recurring effect.

b. A detailed explanation of the underlying assumptions and the methodology used to estimate the benefits, costs, and risks attributable to the merger within the first five years after closing.

c. A detailed explanation of whether and how these benefits will be passed on to consumers. In addition, please quantify the size of these benefits to these customers, and whether this will be a one-time or recurring benefit.

RESPONSE TO REQUEST #27

a. Frontier is a proven acquirer and operator of local telecommunications assets. The company has successfully acquired and integrated properties over the last two decades and has had no major problems with those acquisitions. Although Frontier has not estimated yearly benefits, costs, and risks attributable to the merger, Frontier's projections of revenues and expenses related to the proposed transaction are grounded in that experience and are reflected in the Frontier Pro Forma model provided with this response.

b. In Frontier's Pro Forma model that was utilized to project post-closing financial results, Frontier projects annual revenue contraction of
to
for legacy Frontier operations
for the VSTO operations
and line losses based on historical experience. Frontier expects to provide additional broadband services and other expanded services in the VSTO properties, with the result that there is the opportunity for some growth in broadband and other revenues and some slowing of line loss. As discussed above in response to Request # 20 regarding synergies, Frontier projects cost saving synergies of $500 million per year in 2013, with lesser synergy savings in earlier years. There is also sufficient "cushion" in Frontier's financial projections that the company's operations could fail to meet expectations by an amount equivalent to the estimated annual synergies ($500 million) and still remain a financially sound operator. Frontier does not believe such a scenario is realistic, but the results demonstrate that the company has considered and accounted for a wide range of possible scenarios. Frontier consistently has generated realistic projection models and has executed on those models with superior results. The current model provides a helpful and realistic tool. At the same time, Frontier assumes that there will be changing

economic and competitive conditions. Frontier's management is confident in its understanding of long-term trends and the company's ability to integrate properties, as proven by its record over the last two decades. If the industry forces were to be more negative than anticipated, they will be negative for all major telecom companies. Frontier's proven focus on this important communications industry segment makes it better prepared to respond quickly and effectively to changes in the marketplace. Frontier is very comfortable that its projections, informed by the company's experience and proven competencies, are reasonable.

c. The transaction and resulting cost savings will provide customer benefits including expanded broadband availability; commitments to cap wholesale and retail rates; and service quality assurances. Frontier will be implementing its local manager operations engagement model within the transferred Verizon service area that will provide many customer and community benefits. This includes more localized decision-making to better target service issues and community needs, including economic development. Frontier will also extend its innovative customer service programs to the newly acquired areas. An example is Frontier's program to assist new subscribers of broadband services by sending a technician to a customer's home to set up service and ensure that consumers are comfortable navigating the Internet and using High-Speed Internet services in the home. Frontier has also made promotional offerings available to customers whereby the customer is provided with a computer to access available broadband when the customer signs up for certain Frontier telephone and High-Speed Internet promotional offer

REQUEST #28

For each transaction market area, please describe, and provide copies of all documents prepared (either internally or by outside advisors) expressly for Verizon or Verizon Wireless that discuss:

a. competition between Verizon's wireless broadband services and mass market fixed broadband services within the transaction market areas, including but not limited to market studies, product strategies, and marketing strategies;

b. the company's business plans in the transaction market areas for mass market wireless broadband service offerings designed to compete against mass market fixed broadband services, including strategic plans and financial projections for such services;

c. consumer willingness and ability to substitute or use wireless broadband services in lieu of wireline broadband services, and to substitute or use mobile broadband in lieu of fixed broadband;

d. what fixed wireless broadband service Verizon Wireless plans to offer in the transaction market areas, at what download and upload speeds (Mbps), and at what price; and

e. what average effective load per user (kbps) is assumed in designing and sizing the wireless and backhaul portions of the network.

RESPONSE TO REQUEST #28

Please see the response as provided by Verizon.

REQUEST #29

Provide all documents cited in the Public Interest Statement and supporting declarations, as well as any data or competitive analyses relied upon in preparing those documents, grouped by declaration/Public Interest Statement.

RESPONSE TO REQUEST #29

Documents responsive to this request are identified in Frontier's master index listing, at Appendix A, and copies of responsive documents will be provided.

REQUEST #30

Provide all documents received from the Department of Justice and submitted by Verizon or Frontier to DoJ as part of DoJ's Hart Scott Rodino Act review, including but not limited to the correspondence and attachments relating to DoJ's March 12, 2009 and May 8, 2009 letters to the parties.

RESPONSE TO REQUEST #30

Frontier previously has provided the Department of Justice with waivers of the Hart-Scott-Rodino confidentiality restrictions to permit the inspection of Hart-Scott-Rodino documents by the FCC staff. As reflected in Frontier and Verizon's February 22, 2010 ex parte letter, Staff has confirmed that this waiver and the access provided therein adequately address Specification 30.

Respectfully submitted,

/s/

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